

EXHIBIT F

August 31, 2001

ESCROW LETTER AGREEMENT

The Bancorp Bank ("Bancorp") is escrowing \$2,150,000.00 with First American Title Insurance Company ("FATICO") for the CDS litigation (the "CDS Escrow Funds") in connection with a refinancing by Bancorp of a shopping center project (the "Project").

The undersigned parties agree and acknowledge that in consideration of Branch Banking and Trust Company ("BB&T") agreeing to further reduce the release amount due from WSG Coral Springs, LP on or about the date hereof for Parcel II by \$350,000.00, and thereby permitting a closing of Bancorp's refinancing of the Project, upon the settlement of the CDS litigation, any CDS Escrow Funds in excess of the final settlement amount with CDS will be released from escrow directly to BB&T and used to pay down the amounts due on or before April 30, 2012 (the Dicks Parcel Release) under BB&T's Stipulation and Agreed Order with WSG Coral Springs, LP.

Bancorp will provide prompt written notice to BB&T of any settlement of the CDS litigation. Notice to BB&T shall be provided by Bancorp via email to each of ogelpi@bbandt.com, jsaller@bbandt.com and chinsley@joneswalker.com. BB&T is an intended third party beneficiary of this agreement.

WSG Coral Springs, L.P.,
a Delaware limited partnership

HM Eight, LLC,
a Florida limited liability company

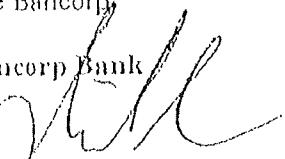
By: WSG Coral Springs GP LLC,
a Delaware limited liability company,
its sole general partner

By: HM Eight Manager, LLC, a Florida
limited liability company,
its sole member

By: 
Eric Sheppard, Manager

By: 
Eric Sheppard, Manager

Bancorp agrees that FATICO may hold and disburse the funds as provided above. Nothing contained herein will result in any reduction of the \$13,520,000.00 loan or the \$1,750,000.00 loan due Bancorp.

The Bancorp Bank

By: _____

The undersigned escrow holder acknowledges and agrees to hold the CDS Escrow Funds in escrow and disburse all CDS Escrow Funds in excess of the final settlement amount with CDS in strict accordance herewith.

First American Title Insurance Company

By: 

Name: George J. Ontz

Its: DI

Tel.: 813 335 0013 E-mail: CGONTZ@Firstam.com